

EXHIBIT B



Al Escobar
Senior Vice President
Financial Office

May 22, 2006

Mr. Steven S. Novack
87 North Wilton Road
New Canaan, CT 06840

**Re: AMENDMENT TO PROMISSORY NOTE
DATED January 15, 2003**

Dear Steven:

This letter amends the Promissory Note between AXA Network, LLC/AXA Advisors, LLC and you, dated January 15, 2003 in the amount of \$500,000, and Schedule 1 to Promissory Note, as follows:

- (a) Paragraph b of the Promissory Note shall be amended by adding at the end of the second sentence the following: "Notwithstanding the foregoing, AXA Network, LLC and AXA Advisors, LLC, at their discretion, can reestablish Production Credits Milestones, to continue the forgiveness period after the Payment Date, provided the Payee is still affiliated with AXA Network, LLC and/or AXA Advisors, LLC.";
- (b) Paragraph c of the Promissory Note shall be amended by deleting the phrase "for every Two Million Dollars (\$2,000,000) in Gross Dealer Concessions ("GDC")", and substituting in its place the phrase "for every One Million (1,000,000) in Production Credits ("PCs")"; and
- (c) Schedule 1 to Promissory Note shall be amended as follows:
 - (1) by deleting the phrases "gross dealer concession", "Gross Dealer Concession" or the acronym "GDC" wherever it appears in the Promissory Note and inserting in their place the phrase "Production Credits" or the acronym "PCs" where appropriate;
 - (2) by deleting in its entirety footnote 1; and
 - (3) amending Table 1 as follows:

/ AXA FINANCIAL

/AXA ADVISORS

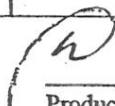
EQUITABLE

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BERNSTEIN

TABLE 1: Projected Production Credits generated on Investment Product Milestones

<u>PROJECTED PCs:</u>		<u>Milestone</u> <u>1</u>	<u>Milestone</u> <u>2</u>	<u>Milestone</u> <u>3</u>	<u>Milestone</u> <u>4</u>	<u>Milestone</u> <u>5</u>
► Annualized	PCs	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
► Cumulative:	PCs	1,000,000	2,000,000	3,000,000	4,000,000	5,000,000



 Producer Initials

The above amendments shall be effective from January 15, 2003, the initial date of the Promissory Note.

By: 

Alvaro Escobar
 Senior Vice President
 AXA Network, LLC/
 AXA Advisors, LLC

Acknowledged: 

By: 

Steven S. Novick